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*Attorneys for Twentieth Century Fox Home
Entertainment LLC*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11
: Case No. 18-23538 (RDD)
SEARS HOLDINGS CORPORATION, *et al.*, :
Debtors.¹ : (Jointly Administered)
-----X

MOTION FOR ADMISSION TO PRACTICE, PRO HAC VICE

I, Leib M. Lerner, request admission, *pro hac vice*, before the Honorable Robert D. Drain to represent Twentieth Century Fox Home Entertainment LLC, a party in interest in the above-referenced cases.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innoval Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

I certify that I am a member in good standing of (a) the bars of the State of California, District of Columbia, and Commonwealth of Pennsylvania; and (b) the United States Supreme Court, the United States Court of Appeals for the Ninth Circuit, and the United States District Courts for the Central, Eastern, Southern and Northern Districts of California, Central District of Illinois, Western and Eastern Districts of Pennsylvania, and Eastern District of Michigan.

I have submitted the filing fee of \$200.00 with this motion for *pro hac vice* admission.

Dated: Los Angeles, CA
October 17, 2018

ALSTON & BIRD LLP

/s/ Leib M. Lerner

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UNITED STATES BANKRUPTCY COURT
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In re: : Chapter 11
: Case No. 18-23538 (RDD)
SEARS HOLDINGS CORPORATION, et al., :
Debtors.¹ : (Jointly Administered)
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ORDER GRANTING ADMISSION TO PRACTICE, PRO HAC VICE

Upon the motion of Leib M. Lerner, Esq. to be admitted, *pro hac vice*, to represent *Twentieth Century Fox Home Entertainment LLC* (the “Client”) in the above referenced case, and upon the movant’s certification that the movant is a member in good standing of (a) the bars of the State of California, District of Columbia, and Commonwealth of Pennsylvania; and (b) the United States Supreme Court, the United States Court of Appeals for the Ninth Circuit, and the United States District Courts for the Central, Eastern, Southern and Northern Districts of California, Central District of Illinois, Western and Eastern Districts of Pennsylvania, and Eastern District of Michigan., it is hereby

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ORDERED, that Leib M. Lerner, Esq. is admitted to practice, *pro hac vice*, in the above referenced case to represent the Client, in the United States Bankruptcy Court for the Southern District of New York, provided that the filing fee has been paid.

Dated:

HONORABLE ROBERT D. DRAIN